

FIRST AMENDMENT TO CONDITIONAL SALE AGREEMENT

THIS FIRST AMENDMENT TO CONDITIONAL SALE AGREEMENT, dated as of December 15, 1973 among GENERAL ELECTRIC COMPANY, a New York corporation ("Manufacturer"), EXCHANGE NATIONAL BANK OF CHICAGO, as Trustee ("Trustee") under Trust Agreement dated as of October 15, 1973 (the "Trust Agreement") and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("Guarantor").

W I T N E S S E T H:

WHEREAS, the Manufacturer, the Trustee and the Guarantor have heretofore executed and delivered that certain Conditional Sale Agreement dated as of October 15, 1973 (the "Conditional Sale Agreement") providing, inter alia, for the Manufacturer to construct and to build and deliver to the Trustee and for the Trustee to purchase certain railroad equipment more fully described in Schedule A attached to said Conditional Sale Agreement; and

WHEREAS, the said Conditional Sale Agreement was filed for record in the Office of the Secretary of the Interstate Commerce Commission on November 13, 1973 and has been assigned recordation No. 7235; and

WHEREAS, the Manufacturer, the Trustee and the Guarantor desire to amend the Conditional Sale Agreement as hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Manufacturer, the Trustee and the Guarantor hereby covenant and agree that the Conditional Sale Agreement shall be deemed to be and it is hereby amended as follows:

1. By amending Schedule A attached to the Conditional Sale Agreement as executed to substitute as the Road Numbers of the Locomotives R.I. 4582 to 4599, both inclusive, for 4582 to 4599, both inclusive.

Whenever in any certificate, letter, notice or other instrument reference is made to the Conditional Sale Agreement, such reference without more shall include reference to this Amendment.

(N.A.C. Trust No. 73-1)

7235-C  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded

DEC 27 1973 -1 50 PM


INTERSTATE COMMERCE COMMISSION

This Amendment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Amendment.

Except to the extent hereby amended and modified, the Conditional Sale Agreement is in all respects ratified, confirmed and approved.


IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by their officers or representatives, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

GENERAL ELECTRIC COMPANY

By   
Its MANAGER OF MARKETING

(Corporate Seal)

Attest:

  
*Attesting* Secretary

EXCHANGE NATIONAL BANK OF CHICAGO,  
as Trustee under Trust Agreement  
dated as of October 15, 1973

By \_\_\_\_\_  
Its \_\_\_\_\_

(Corporate Seal)

Attest:

\_\_\_\_\_  
Secretary

NORTH AMERICAN CAR CORPORATION

By \_\_\_\_\_  
Its Vice President

(Corporate Seal)

Attest:

\_\_\_\_\_  
Secretary

Consented to this 27<sup>th</sup> day of December, 1973.

THE FIRST PENNSYLVANIA BANKING  
AND TRUST COMPANY, Assignee  
of the Manufacturer pursuant  
to the certain Agreement and  
Assignment dated as of  
October 15, 1973

By *D. J. Horan*  
Its \_\_\_\_\_

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS  
COUNTY OF ERIE )

On this 20 day of DEC, 1973, before me personal:  
appeared G.S. BRESLER P.W. O'Keefe, to me personally known,  
who, being by me duly sworn, says that he is an Attesting  
Secretary of General Electric Company, that one  
of the seals affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and sealed  
on behalf of said corporation by authority of its Board of Directors,  
and he acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.

Margaret M. Frew  
Notary Public

MARGARET M. FREW, Notary Public  
Erie, Erie Co., Pa.  
My Commission Expires June 7, 1976

(Seal)

My Commission Expires:

STATE OF MARYLAND     )  
                              ) SS  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1973, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is a \_\_\_\_\_ of EXCHANGE NATIONAL BANK. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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Notary Public

(Seal)

My Commission Expires:

STATE OF ILLINOIS     )  
                              ) SS  
COUNTY OF COOK        )

On this \_\_\_\_\_ day of \_\_\_\_\_ 1973, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is a \_\_\_\_\_ of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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Notary Public

(Seal)

My Commission Expires:

FIRST AMENDMENT TO CONDITIONAL SALE AGREEMENT

THIS FIRST AMENDMENT TO CONDITIONAL SALE AGREEMENT, dated as of December 15, 1973 among GENERAL ELECTRIC COMPANY, a New York corporation ("Manufacturer"), EXCHANGE NATIONAL BANK OF CHICAGO, as Trustee ("Trustee") under Trust Agreement dated as of October 15, 1973 (the "Trust Agreement") and NORTH AMERICAN CAR CORPORATION, a Delaware corporation ("Guarantor").

W I T N E S S E T H:

WHEREAS, the Manufacturer, the Trustee and the Guarantor have heretofore executed and delivered that certain Conditional Sale Agreement dated as of October 15, 1973 (the "Conditional Sale Agreement") providing, inter alia, for the Manufacturer to construct and to build and deliver to the Trustee and for the Trustee to purchase certain railroad equipment more fully described in Schedule A attached to said Conditional Sale Agreement; and

WHEREAS, the said Conditional Sale Agreement was filed for record in the Office of the Secretary of the Interstate Commerce Commission on November 13, 1973 and has been assigned recordation No. 7235; and

WHEREAS, the Manufacturer, the Trustee and the Guarantor desire to amend the Conditional Sale Agreement as hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Manufacturer, the Trustee and the Guarantor hereby covenant and agree that the Conditional Sale Agreement shall be deemed to be and it is hereby amended as follows:

1. By amending Schedule A attached to the Conditional Sale Agreement as executed to substitute as the Road Numbers of the Locomotives R.I. 4582 to 4599, both inclusive, for 4582 to 4599, both inclusive.

Whenever in any certificate, letter, notice or other instrument reference is made to the Conditional Sale Agreement, such reference without more shall include reference to this Amendment.

(N.A.C. Trust No. 73-1)

This Amendment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Amendment.

Except to the extent hereby amended and modified, the Conditional Sale Agreement is in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by their officers or representatives, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first aobve written.

GENERAL ELECTRIC COMPANY

(Corporate Seal)

By \_\_\_\_\_  
Its \_\_\_\_\_

Attest:

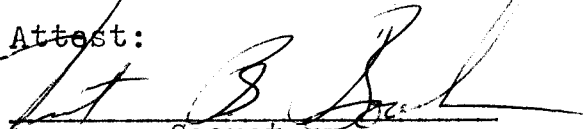
\_\_\_\_\_  
Secretary

EXCHANGE NATIONAL BANK OF CHICAGO,  
as Trustee under Trust Agreement  
dated as of October 15, 1973

(Corporate Seal)

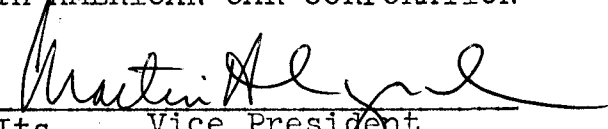
By   
Its \_\_\_\_\_

Attest:

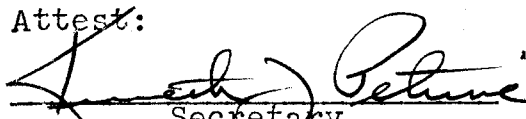
  
Secretary

NORTH AMERICAN CAR CORPORATION

(Corporate Seal)

By   
Its Vice President

Attest:

  
Secretary

Consented to this \_\_\_\_\_ day of \_\_\_\_\_, 1973.

THE FIRST PENNSYLVANIA BANKING  
AND TRUST COMPANY, Assignee  
of the Manufacturer pursuant  
to the certain Agreement and  
Assignment dated as of  
October 15, 1973

By \_\_\_\_\_  
Its \_\_\_\_\_



COMMONWEALTH OF PENNSYLVANIA )  
 ) SS  
COUNTY OF ERIE )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1973, before me personal  
appeared \_\_\_\_\_, to me personally known,  
who, being by me duly sworn, says that he is a \_\_\_\_\_  
Secretary of General Electric Company, that one  
of the seals affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and sealed  
on behalf of said corporation by authority of its Board of Directors  
and he acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

(Seal)

My Commission Expires:

STATE OF ILLINOIS     )  
                              ) SS  
COUNTY OF COOK        )

On this 20th day of December 1973, before me personally appeared Martin A. Lynch, to me personally known, who being by me duly sworn, says that he is a VP-Finance of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

(Seal)

My Commission Expires: 4/11/76

ILLINOIS  
STATE OF ~~MARYLAND~~ )  
COUNTY OF COOK ) SS

On this 20th day of December, 1973, before me personally appeared MICHAEL D. GOODMAN, to me personally known, who being by me duly sworn, says that he is a Assistant Vice President of EXCHANGE NATIONAL BANK. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen M. Nugent  
Notary Public

(Seal)

My Commission Expires: Oct. 1, 1976

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS

On this \_\_\_\_\_ day of \_\_\_\_\_ 1973, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is a \_\_\_\_\_ of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

(Seal)

My Commission Expires: